

APPEAL, WDREF, CLMAGT, JNTADMN

U.S. Bankruptcy Court
California Northern Bankruptcy Court (San Francisco)
Bankruptcy Petition #: 19-30088

Assigned to: Judge Dennis Montali
Chapter 11
Voluntary
Asset

Date filed: 01/29/2019
Plan confirmed: 06/20/2020
341 meeting: 04/29/2019
Deadline for filing claims: 10/21/2019
Deadline for filing claims (govt.): 10/21/2019

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TERMINATED: 11/12/2019

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TERMINATED: 04/01/2020

Filing Date	#	Docket Text
11/18/2020	<u>9571</u>	Statement of Issues on Appeal, <i>and Designation of Record on Appeal</i> (RE: related document(s) <u>9403</u> Notice of Appeal filed by Interested Party Canyon Capital Advisors LLC, Interested Party Citadel Advisors LLC, Interested Party Davidson Kempner Capital Management LP, Interested Party Farallon Capital Management, L.L.C., Interested Party Sculptor Master Fund, Ltd., Interested Party Varde Partners, Inc., Interested Party Sculptor Enhanced Master Fund, Ltd., Interested Party Sculptor Credit Opportunities Master Fund, Ltd., Interested Party Sculptor GC Opportunities Master Fund, Ltd., Interested Party Sculptor SC II, LP). Filed by Interested Partys Canyon Capital Advisors LLC, Citadel Advisors LLC, Davidson Kempner Capital Management LP, Farallon Capital Management, L.L.C., Sculptor Credit Opportunities Master Fund, Ltd., Sculptor Enhanced Master Fund, Ltd., Sculptor GC Opportunities Master Fund, Ltd., Sculptor Master Fund, Ltd., Sculptor SC II, LP, Varde Partners, Inc. (Anker, Philip) (Entered: 11/18/2020)
12/02/2020	<u>9678</u>	Appellee Designation of Contents for Inclusion in Record of Appeal <i>Appellees' Response to Canyon Capital Advisors LLC et al.'s Statement of Issues and Designation of Additional Items to Be Included in the Record on Appeal</i> (RE: related document(s) <u>9403</u> Notice of Appeal filed by Interested Party Canyon Capital Advisors LLC, Interested Party Citadel Advisors LLC, Interested Party Davidson Kempner Capital Management LP, Interested Party Farallon Capital Management, L.L.C., Interested Party Sculptor Master Fund, Ltd., Interested Party Varde Partners, Inc., Interested Party Sculptor Enhanced Master Fund, Ltd., Interested Party Sculptor Credit Opportunities Master Fund, Ltd., Interested Party Sculptor GC Opportunities Master Fund, Ltd., Interested Party Sculptor SC II, LP). Filed by Debtor PG&E Corporation (Rupp, Thomas) (Entered: 12/02/2020)

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7
8 *Counsel to Canyon, Citadel, Davidson Kempner, Farallon, Sculptor, and Värde, on behalf of*
themselves, and certain funds and counts managed, advised, or sub-advised by them
9

10 **UNITED STATES BANKRUPTCY COURT**
11 **NORTHERN DISTRICT OF CALIFORNIA**
12 **SAN FRANCISCO DIVISION**

13 **In re:**

14 **PG&E CORPORATION,**

15 **- and -**

16 **PACIFIC GAS AND ELECTRIC**
17 **COMPANY,**

18 Reorganized Debtors.

19 Affects PG&E Corporation
20 Affects Pacific Gas and Electric Company
21 Affects both Debtors

22 *All papers shall be filed in the Lead Case,
No. 19-30088 (DM)

Case No. 19-30088 (DM)
Chapter 11
(Lead Case)
(Jointly Administered)

**APPELLANTS' STATEMENT OF
ISSUES TO BE PRESENTED ON
APPEAL AND DESIGNATION OF
RECORD ON APPEAL**

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24 **PLEASE TAKE NOTICE** that, pursuant to Rule 8009 of the Federal Rules of
25 Bankruptcy Procedure, Canyon Capital Advisors LLC ("Canyon"), Citadel Advisors LLC
26 ("Citadel"), Davidson Kempner Capital Management LP ("Davidson Kempner"), Farallon
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1 Capital Management, L.L.C. (“Farallon”), Sculptor Master Fund, Ltd., Sculptor Enhanced
2 Master Fund, Ltd., Sculptor Credit Opportunities Master Fund, Ltd., Sculptor GC Opportunities
3 Master Fund, Ltd., Sculptor SC II, LP (collectively, “Sculptor”), and Värde Partners, Inc.
4 (“Värde”), on behalf of themselves, and/or certain funds and accounts managed, advised, or sub-
5 advised by them (collectively, the “RSA Noteholders” or “Appellants”), by and through their
6 undersigned counsel, hereby submit (a) this statement of issues to be presented on appeal, and
7 (b) a designation of items to be included in the record on appeal in connection with their appeal
8 to the United States District Court for the Northern District of California, from the *Order*
9 *Disallowing Administrative Expense Claims of Canyon Capital Advisors LLC et al.* [Bankr. Dkt.
10 No. 9335] (the “Order”) by the United States Bankruptcy Court for the Northern District of
11 California (the “Bankruptcy Court”), and the related *Memorandum Decision Disallowing*
12 *Administrative Expense Claims* [Bankr. Dkt. No. 9333] (the “Memorandum”) entered in the
13 above-captioned case on October 22, 2020.

14 **I. STATEMENT OF ISSUES TO BE PRESENTED ON APPEAL**

15 1. Whether the Bankruptcy Court erred in ruling that the RSA Noteholders’ request
16 for allowance and payment of an administrative expense claim, pursuant to Section 503(b)(1) of
17 the Bankruptcy Code, for damages arising out of the Debtors’ post-petition breach of the parties’
18 Restructuring Support Agreement, was barred, as a matter of law, by one section of the Debtors’
19 plan of reorganization¹ and the Bankruptcy Court’s order confirming that plan.²

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26 ¹ *Amended Chapter 11 Plan Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization*
Dated June 19, 2020 Filed by Debtor PG&E Corporation [Bankr. Dkt. No. 8048].

27 ² *Order Confirming Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated*
June 19, 2020 and Notice of Order Confirming Plan [Bankr. Dkt. No. 8053].

1 2. Whether the Bankruptcy Court otherwise erred in dismissing, as a matter of law,
2 the RSA Noteholders' administrative expense claim.

3 **II. DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD**

4 Appellants hereby designate the items below to be included in the record on appeal,
5 which includes all exhibits and attachments thereto and filed therewith and all documents
6 incorporated by reference therein.

7 **IN RE PG&E CORPORATION, ET AL. (U.S.B.C. CASE NO. 19-30088)**

Date Filed	Docket No.	Docket Text
1/3/2020	5267	First Amended Motion Debtors' Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims Filed by Debtor PG&E Corporation (Attachments: # 1 Exhibit A - Proposed Order re Equity Backstop Commitment Letters # 2 Exhibit B - Proposed Order re Debt Financing Commitment Letters # 3 Exhibit C - Form of Equity Backstop Commitment Letter # 4 Exhibit D - Equity Backstop Parties # 5 Exhibit E - Conformed Copy of PG&E Corp. Debt Commitment Letter # 6 Exhibit F - Conformed Copy of Utility Debt Commitment Letter) (Rupp, Thomas). Related document(s) 4446 Motion of Debtors for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance under, Exit Financing Commitment Letters and (II) Authorizing Incurrence, Payment, and Allowance of Fee and/or Premiums, Indemnities, Costs a filed by Debtor PG&E Corporation. Modified on 1/6/2020 (dc).
1/3/2020	5268	Declaration of Kenneth S. Ziman in Support of Debtors' Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as

Date Filed	Docket No.	Docket Text
		Administrative Expense Claims (RE: related document(s)5267 Motion Miscellaneous Relief). Filed by Debtor PG&E Corporation (Rupp, Thomas)
1/27/2020	5519	Motion to Approve Document Debtors Motion Pursuant to 11 U.S.C. sections 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 For Entry of an Order (I) Approving and Authorizing the Debtors To Enter Into Restructuring Support Agreement With Consenting Noteholders and Shareholder Proponents, and (II) Granting Related Relief Filed by Debtor PG&E Corporation (Attachments: # 1 Exhibit A - Noteholder RSA # 2 Exhibit B - Proposed Order) (Rupp, Thomas)
1/27/2020	5520	Declaration of Jason P. Wells in Support of Debtors Motion Pursuant to 11 U.S.C. sections 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 For Entry of an Order (I) Approving and Authorizing the Debtors To Enter Into Restructuring Support Agreement With Consenting Noteholders and Shareholder Proponents, and (II) Granting Related Relief (RE: related document(s)5519 Motion to Approve Document). Filed by Debtor PG&E Corporation (Rupp, Thomas)
1/31/2020	5590	Amended Chapter 11 Plan Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated January 31, 2020 Filed by Debtor PG&E Corporation (RE: related document(s)3841 Chapter 11 Plan filed by Debtor PG&E Corporation, 3966 Amended Chapter 11 Plan filed by Debtor PG&E Corporation, 4563 Amended Chapter 11 Plan filed by Debtor PG&E Corporation, 5101 Amended Chapter 11 Plan filed by Debtor PG&E Corporation). (Rupp, Thomas)
2/5/2020	5634	Transcript regarding Hearing Held 2/4/2020 at 10:00 AM RE: STATUS CONFERENCE RE: CONFIRMATION; DEBTORS' MOTION PURSUANT TO 11 U.S.C. SECTIONS 363(B) AND 105(A) AND FED. R. BANKR. P. 6004 AND 9019 FOR ENTRY OF AN ORDER (I) APPROVING AND AUTHORIZING THE DEBTORS TO ENTER INTO RESTRUCTURING-SUPPORT AGREEMENT WITH CONSENTING NOTEHOLDERS AND SHAREHOLDER PROPONENTS, AND (II) GRANTING RELATED RELIEF 5519. THIS TRANSCRIPT WILL BE MADE ELECTRONICALLY AVAILABLE TO THE GENERAL PUBLIC 90 DAYS AFTER THE DATE OF FILING. Until that time the transcript may be viewed at the Bankruptcy Court or a copy may be obtained from the official court transcriber

Date Filed	Docket No.	Docket Text
		eScribers, LLC; 973-406-2250. Notice of Intent to Request Redaction Deadline Due By 2/12/2020. Redaction Request Due By 02/26/2020. Redacted Transcript Submission Due By 03/9/2020. Transcript access will be restricted through 05/5/2020. (Gottlieb, Jason) Additional attachment(s) (Certificate of Service) added on 2/6/2020 (dc).
2/5/2020	5637	Order Pursuant to 11 U.S.C. Sections 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 (I) Approving and Authorizing the Debtors to Enter Into Restructuring Support Agreement With Consenting Noteholders and Shareholder Proponents, and (II)Granting Related Relief (Related Doc # 5519) (lp)
2/5/2020	5644	Notice Regarding / Notice of Withdrawal of Chapter 11 Plan of Reorganization Filed by the Ad Hoc Committee of Senior Unsecured Noteholders (RE: related document(s)4257 Chapter 11 Plan of Reorganization /Joint Chapter 11 Plan of Reorganization of Official Committee of Tort Claimants and Ad Hoc Committee of Senior Unsecured Noteholders Filed by Creditor Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company, Creditor Committee Official Committee of Tort Claimants (RE: related document(s)4167 Order on Motion to Extend/Limit Exclusivity Period),, 5519 Motion to Approve Document Debtors Motion Pursuant to 11 U.S.C. sections 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 For Entry of an Order (I) Approving and Authorizing the Debtors To Enter Into Restructuring Support Agreement With Consenting Noteholders and Shareholder Proponents, and (II) Granting Related Relief Filed by Debtor PG&E Corporation (Attachments: # 1 Exhibit A - Noteholder RSA # 2 Exhibit B - Proposed Order), 5637 Order Pursuant to 11 U.S.C. Sections 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 (I) Approving and Authorizing the Debtors to Enter Into Restructuring Support Agreement With Consenting Noteholders and Shareholder Proponents, and (II)Granting Related Relief (Related Doc 5519) (lp)). Filed by Creditor Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company (Crawford, Ashley)
2/11/2020	5732	Amended Order Establishing Schedule for Disclosure Statement Approval and Plan Confirmation (RE: related document(s)5673 Order). (lp)
3/2/2020	6013	Amended Motion Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment

Date Filed	Docket No.	Docket Text
		<p>Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims (RE: related document(s)4446 Motion Miscellaneous Relief filed by Debtor PG&E Corporation). Filed by Debtor PG&E Corporation (Attachments: # 1 Exhibit A # 2 Exhibit B # 3 Exhibit C # 4 Exhibit D # 5 Exhibit E) (Kim, Jane). Related document(s) 5267 First Amended Motion Debtors' Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims (RE: related document(s)5267 First Amended Motion Debtors' Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims (RE: related document(s)4446 Motion Miscellaneous Relief filed by Debtor PG&E Corporation). Modified on 3/4/2020 (dc). (Entered: 03/03/2020)</p>
3/3/2020	6014	<p>Declaration of Kenneth S. Ziman in support of Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims (RE: related document(s)6013 Amended Application/Motion). Filed by Debtor PG&E Corporation (Kim, Jane)</p>
3/11/2020	6261	<p>Notice Regarding Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims (RE: related document(s)6013 Amended Motion Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment, and Allowance of Related Fee and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims (RE: related document(s)4446 Motion Miscellaneous Relief filed by Debtor PG&E Corporation). Modified on 3/12/2020 (dc). (Entered: 03/11/2020)</p>

Date Filed	Docket No.	Docket Text
		Debtor PG&E Corporation). Filed by Debtor PG&E Corporation (Attachments: # 1 Exhibit A # 2 Exhibit B # 3 Exhibit C # 4 Exhibit D # 5 Exhibit E) (Kim, Jane). Related document(s) 5267 First Amended Motion Debtors' Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry into and Performance filed by Debtor PG&E Corporation. Modified on 3/4/2020 (dc.). Filed by Debtor PG&E Corporation (Attachments: # 1 Exhibit A - Form of Equity Backstop Commitment Letter # 2 Exhibit B - Redline Comparison) (Rupp, Thomas)
3/16/2020	6321	Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Equity Backstop Commitment Letters and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums and Expenses as Administrative Expense Claims (Related Doc # 6013) (lp)
3/17/20	6340	Order (I) Approving Proposed Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization; (II) Approving Form and Manner of Notice of Hearing on Proposed Disclosure Statement; (III) Establishing and Approving Plan Solicitation and Voting Procedures; (IV) Approving Forms of Ballots, Solicitation Packages, and Related Notices; and (V) Granting Related Relief (Related Doc # 5835) (Attachments: # 1 Exhibits A1-A9 (Ballots) # 2 Exhibit B (Notice of Non-Voting Status) # 3 Exhibit C (Fire Victim Plan Solicitation Directive) # 4 Exhibit D (Confirmation Hearing Notice)) (lp) (Entered: 03/17/2020)
3/19/2020	6371	Corrected Transcript regarding Hearing Held 3/16/2020 RE: DEBTORS' SECOND AMENDED MOTION FOR ENTRY OF ORDERS (I) APPROVING TERMS OF, AND DEBTORS' ENTRY INTO AND PERFORMANCE UNDER, EQUITY BACKSTOP COMMITMENT LETTERS, (II) APPROVING TERMS OF, AND DEBTORS' ENTRY INTO AND PERFORMANCE UNDER, DEBT FINANCING COMMITMENT LETTERS, AND (III) AUTHORIZING INCURRENCE, PAYMENT, AND ALLOWANCE OF RELATED FEES AND/OR PREMIUMS, INDEMNITIES, COSTS AND EXPENSES AS ADMINISTRATIVE EXPENSE CLAIMS (RELATED DOCS. 4446, 5267) 6013. THIS TRANSCRIPT WILL BE MADE ELECTRONICALLY AVAILABLE TO THE GENERAL PUBLIC 90 DAYS AFTER THE DATE OF FILING. Until that time the

Date Filed	Docket No.	Docket Text
		transcript may be viewed at the Bankruptcy Court or a copy may be obtained from the official court transcriber eScribers, LLC; 973-406-2250. Notice of Intent to Request Redaction Deadline Due By 3/26/2020. Redaction Request Due By 04/9/2020. Redacted Transcript Submission Due By 04/20/2020. Transcript access will be restricted through 06/17/2020. (Gottlieb, Jason) Additional attachment(s) (Certificate of Service) added on 3/19/2020 (dc).
5/22/2020	7528	Brief/Memorandum in support of // Plan Proponents' Joint Memorandum of Law and Omnibus Response in Support of Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization (RE: related document(s)7521 Amended Chapter 11 Plan). Filed by Debtor PG&E Corporation (Attachments: # 1 Exhibit A - Objection Summary Chart) (Rupp, Thomas)
6/9/2020	7848	Motion // Debtors' Motion for Entry of an Order (i) Approving Terms of, and Debtors Entry into and Performance Under, Amended Equity Backstop Commitment Documents and (ii) Authorizing Incurrence, Payment and Allowance of Related Premiums as Administrative Expense Claims Filed by Debtor PG&E Corporation (Attachments: # 1 Exhibit A - Proposed Order # 2 Exhibit B - Form of Consent # 3 Exhibit C - Form of Amended Equity Backstop Commitment Letter # 4 Exhibit D - Greenshoe Backstop Term Sheet # 5 Exhibit E - Redline of Amended Equity Backstop Commitment Letter) (Rupp, Thomas)
6/9/2020	7849	Declaration of Kenneth S. Ziman in Support of Debtors' Motion for Entry of an Order (i) Approving Terms of, and Debtors Entry into and Performance Under, Amended Equity Backstop Commitment Documents and (ii) Authorizing Incurrence, Payment and Allowance of Related Premiums as Administrative Expense Claims (RE: related document(s)7848 Motion Miscellaneous Relief). Filed by Debtor PG&E Corporation (Rupp, Thomas)
6/9/2020	7863	Order Shortening Time for Hearing on Debtors' Motion for Entry of an Order (I) Approving Terms of, and Debtors' Entry Into And Performance Under, Amended Equity Backstop Commitment Documents And (II) Authorizing Incurrence, Payment And Allowance of Related Premiums As Administrative Expense Claims (Related Doc # 7848) (lp)
6/16/2020	7972	Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Amended Equity Backstop Commitment Documents and (II) Authorizing Incurrence,

Date Filed	Docket No.	Docket Text
		Payment and Allowance of Related Premiums as Administrative Expense Claims (Related Doc # 7848) (lp)
6/17/2020	7984	Transcript regarding Hearing Held 6/16/2020 RE: DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) APPROVING TERMS OF, AND DEBTORS ENTRY INTO AND PERFORMANCE UNDER, AMENDED EQUITY BACKSTOP COMMITMENT DOCUMENTS AND (II) AUTHORIZING INCURRENCE, PAYMENT AND ALLOWANCE OF RELATED PREMIUMS AS ADMINISTRATIVE EXPENSE CLAIMS 7848. THIS TRANSCRIPT WILL BE MADE ELECTRONICALLY AVAILABLE TO THE GENERAL PUBLIC 90 DAYS AFTER THE DATE OF FILING. Until that time the transcript may be viewed at the Bankruptcy Court or a copy may be obtained from the official court transcriber eScribers, LLC; 973-406-2250. Notice of Intent to Request Redaction Deadline Due By 6/24/2020. Redaction Request Due By 07/8/2020. Redacted Transcript Submission Due By 07/20/2020. Transcript access will be restricted through 09/15/2020. (Gottlieb, Jason) Additional attachment(s) Certificate of Service added on 6/18/2020 (dc). (Entered: 06/17/2020)
6/17/2020	8001	Memorandum Decision - Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization (RE: related document(s)7937 Notice filed by Debtor PG&E Corporation). (lp)
6/19/2020	8048	Amended Chapter 11 Plan Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020 Filed by Debtor PG&E Corporation (RE: related document(s)7521 Amended Chapter 11 Plan filed by Debtor PG&E Corporation). (Rupp, Thomas)
6/20/2020	8053	Order Confirming Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020 and Notice of Order Confirming Plan (RE: related document(s)8048 Amended Chapter 11 Plan filed by Debtor PG&E Corporation). (Attachments: # 1 Exhibit A - Debtors and Shareholder Proponents Joint Plan of Chapter 11 Reorganization Dated June 19, 2020 # 2 Exhibit B - Rights Offering Procedures # 3 Exhibit C - Schedule of Pending Investigations) (lp) Additional attachment(s) Notice of Order Confirming Plan added on 6/22/2020 (dc).
7/24/2020	8536	Motion for (I) Allowance and Payment of Administrative Expense Claim and (II) to the Extent necessary, Reconsideration and Relief from the Confirmation Order Purusant to Federal Rule of Civil Procedure 60(b) (RE:

Date Filed	Docket No.	Docket Text
		related document(s)8048 Amended Chapter 11 Plan filed by Debtor PG&E Corporation, 8053 Order Confirming Chapter 11 Plan) . Filed by Interested Party Elliott Management Corporation (dc)
7/24/2020	8537	Notice of Hearing (RE: related document(s)8536 Motion for (I) Allowance and Payment of Administrative Expense Claim and (II) to the Extent necessary, Reconsideration and Relief from the Confirmation Order Purusant to Federal Rule of Civil Procedure 60(b) (RE: related document(s)8048 Amended Chapter 11 Plan filed by Debtor PG&E Corporation, 8053 Order Confirming Chapter 11 Plan) . Filed by Interested Party Elliott Management Corporation (dc)). Hearing scheduled for 8/25/2020 at 10:00 AM via Tele/Videoconference - www.canb.uscourts.gov/calendars . Filed by Interested Party Elliott Management Corporation (dc)
8/4/2020	8663	Joinder in the Pending Elliott Motion and Request for Allowance and Payment of Administrative Expense Claim Filed by Interested Partys Sculptor SC II, LP, Sculptor GC Opportunities Master Fund, Ltd., Sculptor Credit Opportunities Master Fund, Ltd., Sculptor Enhanced Master Fund, Ltd., Varde Partners, Inc., Sculptor Master Fund, Ltd., Farallon Capital Management, L.L.C., Davidson Kempner Capital Management LP, Citadel Advisors LLC, Canyon Capital Advisors LLC (Attachments: # 1 Exhibit A) (Goldblatt, Craig). Related document(s) 8536 Motion for (I) Allowance and Payment of Administrative Expense Claim and (II) to the Extent necessary, Reconsideration and Relief from the Confirmation Order Purusant to Federal Rule of Civil Procedure 60(b) filed by Interested Party Elliott Management Corporation. Modified on 8/6/2020 (dc).
8/7/2020	8704	Joinder of Pacific Investment Management Company LLC in the Pending Elliott Motion and Request for Allowance and Payment of Administrative Expense Claim (RE: related document(s)8536 Motion to Reconsider). Filed by Interested Party Pacific Investment Management Company LLC (McNeilly, Edward)
8/10/2020	8719	Transcript regarding Hearing Held 8/7/2020 RE: STATUS CONFERENCE RE MOTION OF ELLIOTT MANAGEMENT CORPORATION FOR (I) ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM AND (II) TO THE EXTENT NECESSARY, RECONSIDERATION AND RELIEF FROM THE CONFIRMATION ORDER PURSUANT TO FEDERAL RULE OF CIVIL PROCEDURE 60(B) 8536.

Date Filed	Docket No.	Docket Text
		<p>THIS TRANSCRIPT WILL BE MADE ELECTRONICALLY AVAILABLE TO THE GENERAL PUBLIC 90 DAYS AFTER THE DATE OF FILING. Until that time the transcript may be viewed at the Bankruptcy Court or a copy may be obtained from the official court transcriber eScribers, LLC; 973-406-2250. Notice of Intent to Request Redaction Deadline Due By 8/17/2020. Redaction Request Due By 08/31/2020. Redacted Transcript Submission Due By 09/10/2020. Transcript access will be restricted through 11/9/2020. (Gottlieb, Jason) Additional attachment(s) (Certificate of Service)added on 8/11/2020 (dc).</p>
8/11/2020	8746	<p>Order Regarding Scheduling with Respect to Elliott Management Corporation Motion for Allowance and Payment of Administrative Expense Claim and Related Joinders (Related Doc # 8536) (lp)</p>
8/26/2020	8864	<p>Brief/Memorandum in Opposition to Elliott Management Corporations Motion for Allowance and Payment of Administrative Expense Claim and Reconsideration of Confirmation Order and Related Joinders (RE: related document(s)8536 Motion to Reconsider). Filed by Debtor PG&E Corporation (Levinson Silveira, Dara)</p>
9/14/2020	9032	<p>Response / Elliott Management Corporation's Response to Reorganized Debtors' Initial Opposition to Motion for (I) Allowance and Payment of Administrative Expense Claim and (II) to the Extent Necessary, Reconsideration and Relief from the Confirmation Order Pursuant to Federal Rule of Civil Procedure 60(b) (RE: related document(s)8536 Motion to Reconsider, 8864 Opposition Brief/Memorandum). Filed by Interested Party Elliott Management Corporation (Tsai, Rocky)</p>
9/14/2020	9034	<p>Response (RE: related document(s)8536 Motion to Reconsider, 8663 Joinder, 8704 Joinder, 8864 Opposition Brief/Memorandum). Filed by Interested Party's Canyon Capital Advisors LLC, Citadel Advisors LLC, Davidson Kempner Capital Management LP, Farallon Capital Management, L.L.C., Pacific Investment Management Company LLC, Sculptor Credit Opportunities Master Fund, Ltd., Sculptor Enhanced Master Fund, Ltd., Sculptor GC Opportunities Master Fund, Ltd., Sculptor Master Fund, Ltd., Sculptor SC II, LP, Varde Partners, Inc. (Goldblatt, Craig)</p>
9/25/2020	9143	<p>Reply Reorganized Debtors' Reply in Support of Initial Opposition to Elliott Management Corporation's Motion for Allowance and Payment of Administrative Expense Claim</p>

Date Filed	Docket No.	Docket Text
		and Reconsideration of Confirmation Order and Related Joinders (RE: related document(s)8864 Opposition Brief/Memorandum). Filed by Debtor PG&E Corporation (Attachments: # 1 Exhibit A) (Rupp, Thomas)
10/14/2020	9307	<p>Transcript regarding Hearing Held 10/13/2020 RE: MOTION OF ELLIOTT MANAGEMENT CORPORATION FOR (I) ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM AND (II) TO THE EXTENT NECESSARY, RECONSIDERATION AND RELIEF FROM THE CONFIRMATION ORDER PURSUANT TO FEDERAL RULE OF CIVIL PROCEDURE 60(B) 8536; REORGANIZED DEBTORS' THIRD OMNIBUS OBJECTION TO CLAIMS (DUPLICATE CLAIMS). FILED BY PG&E CORPORATION 8753; REORGANIZED DEBTORS' FIFTH OMNIBUS OBJECTION TO CLAIMS (DUPLICATE CLAIMS). FILED BY PG&E CORPORATION 8759; REORGANIZED DEBTORS' SIXTH OMNIBUS OBJECTION TO CLAIMS (SATISFIED CLAIMS). FILED BY PG&E CORPORATION 8978; REORGANIZED DEBTORS' SEVENTH OMNIBUS OBJECTION TO CLAIMS (SATISFIED CLAIMS) FILED BY PG&E CORPORATION 8981; REORGANIZED DEBTORS' EIGHTH OMNIBUS OBJECTION TO CLAIMS (NO LIABILITY CLAIMS) FILED BY PG&E CORPORATION 8983; REORGANIZED DEBTORS' NINTH OMNIBUS OBJECTION TO CLAIMS (NO LIABILITY CLAIMS) FILED BY PG&E CORPORATION 8986; REORGANIZED DEBTORS' TENTH OMNIBUS OBJECTION TO CLAIMS (PLAN PASSTHROUGH ENVIRONMENTAL CLAIMS) FILED BY PG&E CORPORATION 8988. THIS TRANSCRIPT WILL BE MADE ELECTRONICALLY AVAILABLE TO THE GENERAL PUBLIC 90 DAYS AFTER THE DATE OF FILING. Until that time the transcript may be viewed at the Bankruptcy Court or a copy may be obtained from the official court transcriber eScribers, LLC; 973-406-2250. Notice of Intent to Request Redaction Deadline Due By 10/21/2020. Redaction Request Due By 11/4/2020. Redacted Transcript Submission Due By 11/16/2020. Transcript access will be restricted through 01/12/2021. (Gottlieb, Jason) Additional attachment(s) (Certificate of Service) added on 10/15/2020 (dc).</p>

Date Filed	Docket No.	Docket Text
10/22/2020	9333	2 3 Memorandum Decision Disallowing Administrative 4 Expense Claims (RE: related document(s)8536 Motion to 5 Reconsider filed by Interested Party Elliott Management 6 Corporation, 8663 Joinder filed by Interested Party Canyon 7 Capital Advisors LLC, Interested Party Citadel Advisors 8 LLC, Interested Party Davidson Kempner Capital 9 Management LP, Interested Party Farallon Capital 10 Management, L.L.C., Interested Party Sculptor Master 11 Fund, Ltd., Interested Party Varde Partners, Inc., Interested 12 Party Sculptor Enhanced Master Fund, Ltd., Interested 13 Party Sculptor Credit Opportunities Master Fund, Ltd., 14 Interested Party Sculptor GC Opportunities Master Fund, 15 Ltd., Interested Party Sculptor SC II, LP, 8704 Joinder filed 16 by Interested Party Pacific Investment Management 17 Company LLC). (lp)
10/22/2020	9334	10 Order Disallowing Administrative Expense Claims of 11 Elliott Management Corporation (Related Doc # 8536) (lp)
12 13 14 15 16 17 18 19 20 21 22 23 24	9335	12 Order Disallowing Administrative Expense Claims of 13 Canyon Capital Advisors LLC et al. (RE: related 14 document(s)8663 Joinder filed by Interested Party Canyon 15 Capital Advisors LLC, Interested Party Citadel Advisors 16 LLC, Interested Party Davidson Kempner Capital 17 Management LP, Interested Party Farallon Capital 18 Management, L.L.C., Interested Party Sculptor Master 19 Fund, Ltd., Interested Party Varde Partners, Inc., Interested 20 Party Sculptor Enhanced Master Fund, Ltd., Interested 21 Party Sculptor Credit Opportunities Master Fund, Ltd., 22 Interested Party Sculptor GC Opportunities Master Fund, 23 Ltd., Interested Party Sculptor SC II, LP, 9034 Response 24 filed by Interested Party Canyon Capital Advisors LLC, 25 Interested Party Citadel Advisors LLC, Interested Party 26 Davidson Kempner Capital Management LP, Interested 27 Party Farallon Capital Management, L.L.C., Interested Party Sculptor Master Fund, Ltd., Interested Party Varde Partners, Inc., Interested Party Sculptor Enhanced Master Fund, Ltd., Interested Party Sculptor Credit Opportunities Master Fund, Ltd., Interested Party Sculptor GC Opportunities Master Fund, Ltd., Interested Party Sculptor SC II, LP, Interested Party Pacific Investment Management Company LLC). (lp)
25 26 27	10/22/2020 9336	25 Order Disallowing Administrative Expense Claims of 26 Pacific Investment Management Company LLC (RE: 27 related document(s)8704 Joinder filed by Interested Party Pacific Investment Management Company LLC, 9034 Response filed by Interested Party Canyon Capital Advisors

Date Filed	Docket No.	Docket Text
		LLC, Interested Party Citadel Advisors LLC, Interested Party Davidson Kempner Capital Management LP, Interested Party Farallon Capital Management, L.L.C., Interested Party Sculptor Master Fund, Ltd., Interested Party Varde Partners, Inc., Interested Party Sculptor Enhanced Master Fund, Ltd., Interested Party Sculptor Credit Opportunities Master Fund, Ltd., Interested Party Sculptor GC Opportunities Master Fund, Ltd., Interested Party Sculptor SC II, LP, Interested Party Pacific Investment Management Company LLC). (lp)
11/4/2020	9398	Notice of Appeal to District Court , Fee Amount \$ 298. (RE: related document(s)9333 Memorandum Decision, 9334 Order on Motion to Reconsider). Appellant Designation due by 11/20/2020. Statement of Issues due by 11/20/2020. Transmission of Record to District Court due by 12/4/2020. Filed by Interested Party Elliott Management Corporation (Tsai, Rocky)
11/4/2020	9403	Notice of Appeal to District Court , Fee Amount \$ 298. (RE: related document(s)9333 Memorandum Decision, 9335 Order). Appellant Designation due by 11/20/2020. Statement of Issues due by 11/20/2020. Transmission of Record to District Court due by 12/4/2020. (Attachments: # 1 Exhibit A - Order Disallowing Administrative Expense Claims # 2 Exhibit B - Memorandum Decision) Filed by Interested Party's Canyon Capital Advisors LLC, Citadel Advisors LLC, Davidson Kempner Capital Management LP, Farallon Capital Management, L.L.C., Sculptor Credit Opportunities Master Fund, Ltd., Sculptor Enhanced Master Fund, Ltd., Sculptor GC Opportunities Master Fund, Ltd., Sculptor Master Fund, Ltd., Sculptor SC II, LP, Varde Partners, Inc. (Anker, Philip)
11/4/2020	9405	Notice of Appeal and Statement of Election to Have Appeal Heard by District Court, Fee Amount \$ 298. (RE: related document(s)9333 Memorandum Decision, 9336 Order). Appellant Designation due by 11/20/2020. Transmission of Record to District Court due by 12/4/2020. Statement of Issues due by 11/20/2020. Filed by Interested Party Pacific Investment Management Company LLC (McNeilly, Edward)

Appellants reserve the right to amend, modify, and/or supplement the foregoing issues and designations.

1 **III. CERTIFICATE REGARDING TRANSCRIPTS**

2 Pursuant to Rule 8009(b)(1)(B) of the Federal Rules of Bankruptcy Procedure,
3 Appellants hereby file this certificate stating that Appellants are not ordering any transcripts. All
4 transcripts have been prepared, are filed on the docket and are designated in the foregoing
5 designation of record.

7 Dated: November 18, 2020

8 /s/ Philip D. Anker

9 Philip D. Anker (*Pro Hac Vice* admitted)

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29 Kempner, Farallon, Sculptor, and Värde, on
30 behalf of themselves, and certain funds and
31 counts managed, advised, or sub-advised by
32 them*

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Attorneys for Appellees (Debtors and Reorganized Debtors)

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

PACIFIC GAS AND ELECTRIC COMPANY.

Reorganized Debtors.

- Affects PG&E Corporation
- Affects Pacific Gas and Electric Company
- Affects both Reorganized Debtors

** All papers shall be filed in the Lead Case, No. 19-30088 (DM)*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

District Court Case No. 20-cv-07911-HSG

**APPELLEES' RESPONSE TO CANYON
CAPITAL ADVISORS LLC ET AL.'S
STATEMENT OF ISSUES AND
DESIGNATION OF ADDITIONAL
ITEMS TO BE INCLUDED IN THE
RECORD ON APPEAL**

1 PG&E Corporation and Pacific Gas and Electric Company (collectively, the “**Debtors**” or as
2 reorganized pursuant to the Plan (as defined below), the “**Reorganized Debtors**” or “**Appellees**”)
3 submit this response to the November 18, 2020 filing by Canyon Capital Advisors LLC, Citadel
4 Advisors LLC, Davidson Kempner Capital Management LP, Farallon Capital Management, L.L.C.,
5 Sculptor Master Fund, Ltd., Sculptor Enhanced Master Fund, Ltd., Sculptor Credit Opportunities
6 Master Fund, Ltd., Sculptor GC Opportunities Master Fund, Ltd., Sculptor SC II, LP, and Värde
7 Partners, Inc. (collectively, the “**Noteholder Claimants**”) of *Appellants’ Statement of Issues to be
8 Presented on Appeal and Designation of Record on Appeal* [Dkt. No. 9569] (the “**Statement**”) in
9 connection with the Noteholder Claimants’ appeal from (i) the *Order Disallowing Administrative
Expense Claims of Canyon Capital Advisors LLC et al.*, entered on October 22, 2020 [Dkt. No. 9335],
10 by the United States Bankruptcy Court for the Northern District of California (the “**Bankruptcy
Court**”), and (ii) the Bankruptcy Court’s related *Memorandum Decision Disallowing Administrative
Expense Claims*, dated October 22, 2020 [Dkt. No. 9333].

14 **I. RESPONSE TO STATEMENT OF ISSUES ON APPEAL**

15 The issue on appeal is whether the Bankruptcy Court abused its discretion in disallowing the
16 Noteholder Claimants’ asserted administrative expense claim under section 503(b)(1) of the
17 Bankruptcy Code for damages arising out of an alleged breach by the Debtors of the Restructuring
18 Support Agreement, dated January 22, 2020.

19 **II. DESIGNATION OF RECORD ON APPEAL**

20 Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure, the Reorganized Debtors
21 hereby designate the following additional items to be included in the record on appeal, which include
22 all exhibits and addenda attached thereto and filed therewith and all documents incorporated by
23 reference therein:

24 Docket items from *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Dkt. No.	Description	Date
4446	Debtors’ Motion for Entry of Orders (I) Approving Terms of, and Debtors’ Entry Into and Performance Under, Exit Financing Commitment Letters and (II) Authorizing Incurrence, Payment and	10/23/2019

Dkt. No.	Description	Date
2	Allowance of Related Fees and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	
4	4447 Declaration of Kenneth S. Ziman in Support of Debtors' Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Exit Financing Commitment Letters and (II) Authorizing Incurrence, Payment and Allowance of Related Fees and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	10/23/2019
5	5101 Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated December 12, 2019	12/12/2019
6	5700 [Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	2/07/2020
7	6217 Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 9, 2020	3/09/2020
8	6219 [Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	3/09/2020
9	6298 Statement of the Ad Hoc Committee of Senior Unsecured Noteholders in Support of Debtors' Second Amended Motion for Entry of Orders (I) Approving Terms of, and Debtors' Entry into and Performance Under, Equity Backstop Commitment Letters, (II) Approving Terms of, and Debtors' Entry Into and Performance Under, Debt Financing Commitment Letters, and (III) Authorizing Incurrence, Payment and Allowance of Related Fees and/or Premiums, Indemnities, Costs and Expenses as Administrative Expense Claims	3/13/2020
10	6320 Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16, 2020	3/16/2020
11	6322 [Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	3/16/2020
12	6398 Debtors' Motion Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 9019 for Entry of an Order (I) Approving Case Resolution Contingency Process and (II) Granting Related Relief	3/20/2020
13	6586 Ex Parte Motion of the Ad Hoc Committee of Senior Unsecured Noteholders for Entry of an Order Authorizing the Filing of the RSA Enforcement Motion Under Seal and Granting Related Relief	4/01/2020

Dkt. No.	Description	Date
6587	Declaration of David H. Botter in Support of the Ex Parte Motion of the Ad Hoc Committee of Senior Unsecured Noteholders for Entry of an Order Authorizing the Filing of the RSA Enforcement Motion Under Seal and Granting Related Relief	4/01/2020
6589	Ex Parte Motion of the Ad Hoc Committee of Senior Unsecured Noteholders Pursuant to B.L.R. 9006-1 Requesting Order Shortening Time for Hearing on Motion for Enforcement of the Noteholder RSA and Noteholder RSA Letter Agreement	4/01/2020
6590	Declaration of Michael S. Stamer in Support of the Ex Parte Motion of the Ad Hoc Committee of Senior Unsecured Noteholders Pursuant to B.L.R. 9006-1 Requesting Order Shortening Time for Hearing on Motion for Enforcement of the Noteholder RSA and Noteholder RSA Letter Agreement	4/01/2020
6591	Proposed Document Filed Under Seal	4/01/2020
6592	Corrected Proposed Document Filed Under Seal	4/02/2020
7521	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated May 22, 2020	5/22/2020
7736	Notice of Filing of Draft of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 3, 2020	6/03/2020
7814	Notice of Filing of Draft Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 7, 2020	6/07/2020
7937	Notice of Filing of Debtors' and Shareholder Proponents' Draft Joint Chapter 11 Plan of Reorganization Dated June 14, 2020	6/14/2020
7949	Certain Fire Victims' Amended Opposition to Debtors' Motion for Entry of an Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Amended Equity Backstop Commitment Documents and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums as Administrative Expense Claims	6/15/2020
7950	William B. Abrams Objection to Debtors' Motion for Entry of an Order (I) Approving Terms of, and Debtors' Entry Into and Performance Under, Amended Equity Backstop Commitment Documents and (II) Authorizing Incurrence, Payment and Allowance of Related Premiums as Administrative Expense Claims Pursuant to U.S.C. §§ 1129(A)(8) and §§ 1129(B)	6/15/2020

Dkt. No.	Description	Date
8252	Notice of Entry of Confirmation Order and Occurrence of Effective Date of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated June 19, 2020	7/2/2020
8537	Notice of Hearing on Motion of Elliott Management Corporation for (I) Allowance and Payment of Administrative Expense Claim and (II) to the Extent Necessary, Reconsideration and Relief From the Confirmation Order Pursuant to Federal Rule of Civil Procedure 60(B)	7/24/2020

Hearing Transcripts from *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Dkt. No.	Description	Date
7637	May 27, 2020 Hearing Transcript	5/28/2020
7665	May 28, 2020 Hearing Transcript	5/29/2020
7701	May 29, 2020 Hearing Transcript	6/01/2020
7710	June 1, 2020 Hearing Transcript	6/02/2020
7784	June 3, 2020 Hearing Transcript	6/04/2020
7809	June 4, 2020 Hearing Transcript	6/05/2020
7843	June 5, 2020 Hearing Transcript	6/09/2020
7869	June 8, 2020 Hearing Transcript	6/10/2020
7932	June 11, 2020 Hearing Transcript	6/12/2020
8066	June 19, 2020 Hearing Transcript	6/22/2020

The Reorganized Debtors reserve the right to designate additional items for inclusion in the record or restate the issues presented on appeal.

Dated: December 2, 2020

WEIL, GOTSHAL & MANGES LLP

KELLER BENVENUTTI KIM LLP

By: /s/ Richard W. Slack

Richard W. Slack

Peter J. Benvenutti

Attorneys for the Appellees (Debtors and Reorganized Debtors)